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Enclosure

October 23, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **20972-M** FILED

NOV 2 '00 11-25 AM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 15, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: ARCHER DANIELS MIDLAND CO
P.O. BOX 1470
DECATUR, IL 62525

A short summary of the document to appear in the index follows:

• Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: ARCHER DANIELS MIDLAND CO covering 73 4750 C.F. covered hopper railcars with reporting marks and numbers - CEFX 15423-15778 and GRPX 944011-944563, CEFX 19428-152698, not inclusive ..

Please file this memorandum as a secondary document to Recordation # 20972A and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of August, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at P.O. Box 1470, , Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on ~~October~~ August 28, 1998 as recordation number 20972A. (200)

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stojich
Name: Catherine Stojich
Title: Vice President Operations

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: ADM
Name: Randy Newmyer
Title: Senior Vice President-Transportation



SCHEDULE A

Number of Cars and Car Description	Car Mark and Numbers	
(73) c.f. 4750 c.f. covered hopper cars with gravity gates and trough hatches	CEFX 15423	GRPX 944011
	CEFX 15445	GRPX 944012
	CEFX 15646	GRPX 944044
	CEFX 15647	GRPX 944045
	CEFX 15648	GRPX 944078
	CEFX 15650	GRPX 944093
	CEFX 15653	GRPX 944095
	CEFX 15660	GRPX 944103
	CEFX 15662	GRPX 944111
	CEFX 15664	GRPX 944118
	CEFX 15666	GRPX 944129
	CEFX 15672	GRPX 944137
	CEFX 15673	GRPX 944282
	CEFX 15688	GRPX 944283
	CEFX 15692	GRPX 944286
	CEFX 15696	GRPX 944329
	CEFX 15701	GRPX 944346
	CEFX 15709	GRPX 944352
	CEFX 15710	GRPX 944362
	CEFX 15715	GRPX 944369
	CEFX 15723	GRPX 944425
	CEFX 15724	GRPX 944453
	CEFX 15727	GRPX 944457
	CEFX 15734	GRPX 944506
	CEFX 15740	GRPX 944548
	CEFX 15741	GRPX 944561
	CEFX 15745	GRPX 944563
	CEFX 15746	CEFX 19248
	CEFX 15747	CEFX 19252
	CEFX 15756	CEFX 19255
	CEFX 15757	CEFX 19256
	CEFX 15765	CEFX 19262
	CEFX 15770	CEFX 19264
	CEFX 15772	CEFX 152696
	CEFX 15775	CEFX 152697
	CEFX 15777	CEFX 152698
	CEFX 15778	